

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:

AGE REFINING, INC.,

Debtor.

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CHAPTER 11 CASE

CASE NO. 10-50501-LMC

**CHASE CAPITAL CORPORATION'S EXHIBITS FOR
HEARING ON FEBRUARY 11, 2010
VOLUME I**

WITNESSES: Chase Capital Corporation reserves the right to examine any witnesses called by other parties and may call rebuttal witnesses as necessary

Main No. 10-50501	Debtor: Age Refining, Inc.
	Court Room Staff
	Date: February 11, 2010
	Party's Name: Chase Capital Corporation
	Attorney's Name: Toby L. Gerber FULBRIGHT & JAWORSKI L.L.P. 2200 Ross Avenue, Suite 2800 Dallas, Texas 78205 Telephone: (214) 855-8000 Facsimile: (214) 855-8200 Email: tgerber@fulbright.com Steve A. Peirce Fulbright & Jaworski L.L.P. 300 Convent, Suite 2200 San Antonio, Texas 78205 (210) 270-7179 fax (210) 270-7205 email speirce@fulbright.com
	Attorney's Phone: 210-224-5575
	Nature of Proceeding: First Day Motions

CHASE CAPITAL CORPORATION'S EXHIBITS FOR HEARING ON FEBRUARY 10, 2010					
No.	DESCRIPTION	Offered	Objection	Admitted	Disposition After Trial
CC1	Second Amended and Restated Credit and Security Agreement 09/12/08; doc # 76464381 <u>Term Loan</u>				
CC2	First Amendment to Second Amended Credit and Security Agreement Limited Consent and Waiver 03/26/09 doc # 76464378 <u>Term Loan</u>				
CC3	Tranche A Promissory Note 25 million 09/12/08 doc # 76464402 <u>Term Loan</u>				
CC4	Tranche B Promissory Note 21 million 09/12/08 doc # 76464405 <u>Term Loan</u>				
CC5	Amended and Restated Deed of Trust Assignment Security Agreement Financing Statement 09/12/08 doc #76464390 <u>Term Loan</u>				
CC6	Amended and Restated Pledge Agreement (Age Refining, Inc.) 09/12/08 doc #76464388 <u>Term Loan</u>				
CC7	Amended and Restated Pledge Agreement 09/12/08 doc #76464384 <u>Term Loan</u>				
CC8	Subordination Agreement 01/17/08 doc #76464398 <u>Term Loan</u>				
CC9	Subordination Agreement 01/17/08 doc #76464394 <u>Term Loan</u>				
CC10	Financing Statement debtor Age Refining 03/26/07 doc #76464412 <u>Term Loan</u>				
CC11	Financing Statement debtor Albert Gonzalez 01/18/08 doc #76464407 <u>Term Loan</u>				
CC12	Financing Statement debtor Albert Glen Gonzalez 01/18/08 doc #76464447 <u>Term Loan</u>				

CC13	Financing Statement debtor Glen Gonzalez Special Trust 01/18/08 doc #76464448 <u>Term Loan</u>				
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CHAPTER 11 CASE

CASE NO. 10-50501-LMC

**CHASE CAPITAL CORPORATION'S EXHIBITS FOR
HEARING ON FEBRUARY 11, 2010
VOLUME II**

CC14	Second Lien Credit and Security Agreement 09/12/08 doc # 76464473 <u>Junior Loan</u>				
CC15	First Amendment to Second Lien Credit and Security Agreement Limited Consent and Waiver 03/26/09 doc #76464378 <u>Junior Loan</u>				
CC16	Promissory Note 10 million 09/12/08 doc # 76464471 <u>Junior Loan</u>				
CC17	Deed Of Trust Assignment Of Leases And Rents Security Agreement And Financing Statement 09/12/08 doc # 76464458 <u>Junior Loan</u>				
CC18	Pledge and Security Agreement (Age Refining, Inc.) 09/12/08 doc # 76464467 <u>Junior Loan</u>				
CC19	Pledge Agreement 09/12/08 doc # 76464461				
CC20	Financing Statement debtor Age Refining, Inc. 09/17/08 doc # 76464483 <u>Junior Loan</u>				
CC21	Financing Statement debtor Albert Gonzalez 09/17/08 doc # 76464475 <u>Junior Loan</u>				

CC22	Financing Statement debtor Albert Glen Gonzalez 09/17/08 doc # 76464477 <u>Junior Loan</u>				
CC23	Financing Statement debtor Glen Gonzalez Special Trust 09/17/08 doc # 76464480 <u>Junior Loan</u>				
CC24	Intercreditor Agreement 03/23/07 doc # 76462617 <u>Term Loan</u>				
CC25	First Amendment to Intercreditor Agreement 11/14/07 doc # 76462690 <u>Term Loan</u>				
CC26	Second Amendment to Intercreditor Agreement 09/12/08 doc # 76462682 <u>Term Loan</u>				
CC27	Intercreditor Agreement 09/12/08 doc # 7642630				
CC28	Intercreditor Agreement 09/12/08 doc #76462665				
CC29					
CC30					
CC31					
CC32					
CC33					
CC34					

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Dated: February 10, 2010

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

By /s/Steve A. Peirce

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**COUNSEL FOR CHASE CAPITAL
CORPORATION**

CERTIFICATE OF SERVICE

I hereby certify that on February 9, 2010, true and correct copies of Chase Capital Corporation's Exhibits (in their entirety) were served on the entities listed below by either overnight delivery or by hand delivery.

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/s/Steve A. Peirce